

MICHAEL D. TORPEY (SBN 79424)
JAMES N. KRAMER (SBN 154709)
RICHARD GALLAGHER (SBN 208714)
JAMES E. THOMPSON (SBN 240979)
ORRICK, HERRINGTON & SUTCLIFFE LLP
The Orrick Building
405 Howard Street
San Francisco, CA 94105-2669
Telephone: 415-773-5700
Facsimile: 415-773-5759

Attorneys for Nominal Defendant NVIDIA Corporation

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In re NVIDIA CORP. DERIVATIVE LITIGATION

Master File No. C-06-06110-SBA (JCS)

**STIPULATION AND ORDER
REGARDING BRIEFING SCHEDULE**

This Document Relates To:

ALL ACTIONS.

1 This Stipulation is entered into by and among co-lead plaintiffs, the Nominal Defendant
2 NVIDIA Corp. ("NVIDIA"), and the individuals named as defendants in this action, through their
3 attorneys of record.

4 WHEREAS, on May 22, 2008 NVIDIA and plaintiffs in all three derivative options
5 actions (Delaware Chancery, Santa Clara Superior, and Northern District of California) engaged
6 in a global mediation session before Judge Infante;

7 WHEREAS, at the mediation, the parties made significant progress towards resolution of
8 the underlying derivative matters, and continue to engage in further settlement discussions;

9 WHEREAS, the deadlines set forth in the parties' prior Stipulation and Court Order
10 required plaintiffs to re-submit to the Court their Second Amended Complaint on or before
11 September 8, 2008, defendants to file their motions to dismiss on or before October 6, 2008,
12 plaintiffs to file their opposition briefs on or before November 3, 2008, and defendants to file
13 their reply briefs on or before November 26, 2008;

14 WHEREAS, in light of the continuing settlement discussions, and in the interests of
15 conserving party and Court resources, the parties mutually agree and seek the Court's approval to
16 postpone any further activity in this case until September 22, 2008;

17 WHEREFORE, IT IS STIPULATED AND AGREED that:

- 18 1. If the case does not settle on or before September 22, 2008, plaintiffs will re-
19 submit to the Court their Second Amended Complaint by September 22, 2008.
- 20 2. The parties will meet and confer regarding the Court's April 23, 2008 order
21 denying plaintiffs' Administrative Motion to Seal Portions of the Second
22 Amended Complaint and, if necessary, plaintiffs will file a renewed administrative
23 motion on or before September 22, 2008.
- 24 3. Defendants will file their motions to dismiss on or before October 14, 2008.
- 25 4. Plaintiffs will file their opposition briefs on or before November 7, 2008.
- 26 5. Defendants will file their reply briefs on or before November 26, 2008.
- 27 6. The parties will re-notice the hearing on defendants' motion to dismiss for

1 December 9, 2008 in accordance with this Court's prior order.

2 DATED: September 8, 2008

Respectfully Submitted,

3 ORRICK, HERRINGTON & SUTCLIFFE LLP
4 MICHAEL D. TORPEY
5 JAMES N. KRAMER
RICHARD GALLAGHER
JAMES THOMPSON

6

7 s/ James N. Kramer

8 JAMES N. KRAMER

9 The Orrick Building
10 405 Howard Street
San Francisco, CA 94105
Telephone: 415/773-5700
415/773-5759 (fax)

11 Attorneys for Nominal Defendant NVIDIA
12 Corporation

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I, James N. Kramer, am the ECF user whose ID and password are being used to file this Stipulation and [Proposed] Order Regarding Hearing Date for Plaintiffs' Motion. In compliance with General Order 45, X.B., I hereby attest that Travis E. Downs III has concurred in this filing.

DATED: September 8, 2008

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
TRAVIS E. DOWNS III
BENNY C. GOODMAN III
MARY LYNNE CALKINS
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

s/ Travis E. Downs III
TRAVIS E. DOWNS III

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
SHAWN A. WILLIAMS
AELISH M. BAIG
100 Pine Street, Suite 2600
San Francisco, CA 94111
Telephone: 415/288-4545
415/288-4534 (fax)

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
THOMAS G. WILHELM
9601 Wilshire Blvd., Suite 510
Los Angeles, CA 90210
Telephone: 310/859-3100
310/278-2148 (fax)

BARRACK, RODOS & BACINE
DANIEL BACINE
JEFFREY W. GOLAN
3300 Two Commerce Square
2001 Market Street
Philadelphia, PA 19103
Telephone: 215/963-0600
215/963-0838 (fax)

Attorneys for Co-Lead Plaintiffs

1 *I, James N. Kramer, am the ECF user whose ID and password are being used to file this*
2 *Stipulation and [Proposed] Order Regarding Hearing Date for Plaintiffs' Motion. In compliance*
2 *with General Order 45, X.B., I hereby attest that Stephanie Byerly has concurred in this filing.*

3 DATED: September 8, 2008

HOWREY LLP
LEIGH A. KIRMSSE
STEPHANIE BYERLY

6

s/ Stephanie Byerly
6

7 STEPHANIE BYERLY

7 525 Market Street, Suite 3600
8 San Francisco, CA 94105-2708
9 Telephone: 415/848-4966
9 415/848-4999 (fax)

10 Attorneys for Defendant Christine B. Hoberg

12 *I, James N. Kramer, am the ECF user whose ID and password are being used to file this*
13 *Stipulation and [Proposed] Order Regarding Hearing Date for Plaintiffs' Motion. In compliance*
13 *with General Order 45, X.B., I hereby attest that Kevin Muck has concurred in this filing.*

14 Dated: September 8, 2008

FENWICK & WEST
KEVIN P. MUCK
KALAMA LUI-KWAN
555 California Street, 12th Floor
San Francisco, CA 94104
Telephone: 415-875-2300
Facsimile: 415-281-1350

19 By: s/ Kevin P. Muck

21 Attorneys for Chris A. Malachowsky, Jeffrey D.
21 Fisher, Mary M. Dotz, and Daniel F. Vivoli

1 *I, James N. Kramer, am the ECF user whose ID and password are being used to file this*
2 *Stipulation and [Proposed] Order Regarding Hearing Date for Plaintiffs' Motion. In compliance*
3 *with General Order 45, X.B., I hereby attest that Steven Kaufhold has concurred in this filing.*

4 Dated: September 8, 2008

5 AKIN, GUMP, STRAUSS, HAUER & FELD LLP
6 STEVEN KAUFHOLD
7 580 California Street, Suite 1500
8 San Francisco, CA 94104
9 Telephone: 415-765-9500
10 Facsimile: 415-765-9501

11 By: /s/ Steven Kaufhold

12 Attorneys for Di Ma

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ORDER

Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY
ORDERED that:

1. If the case does not settle on or before September 22, 2008, plaintiffs will re-submit to the Court their Second Amended Complaint by September 22, 2008.

2. The parties will meet and confer regarding the Court's April 23, 2008 order denying plaintiffs' Administrative Motion to Seal Portions of the Second Amended Complaint and, if necessary, plaintiffs will file a renewed administrative motion on or before September 22, 2008.

3. Defendants will file their motions to dismiss on or before October 14, 2008.

4. Plaintiffs will file their opposition briefs on or before November 7, 2008.

5. Defendants will file their reply briefs on or before November 26, 2008.

6. The hearing on defendants' motion to dismiss will be re-noticed for December 9, 2008 in accordance with this Court's prior order.

IT IS SO ORDERED.

DATED: 9/9/08

**THE HONORABLE
SAUNDRA BROWN ARMSTRONG
UNITED STATES DISTRICT JUDGE**